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Counsel to DISH Network Corporation and EchoStar Corporation

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	: Chapter 11
	:
In re:	:
	: Case No. 12-12080 (SCC)
	:
LIGHTSQUARED INC., <i>et al.</i> ,	:
	: Jointly Administered
	:
Debtors.	: Adv. Proc. No. 13-01390 (SCC)
	:
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LIGHTSQUARED LP, LIGHTSQUARED INC.,	:
LIGHTSQUARED INVESTORS HOLDINGS INC., TMI	:
COMMUNICATIONS DELAWARE LIMITED	:
PARTNERSHIP, LIGHTSQUARED GP INC., ATC	:
TECHNOLOGIES, LLC, LIGHTSQUARED CORP.,	:
LIGHTSQUARED INC. OF VIRGINIA,	:
LIGHTSQUARED SUBSIDIARY LLC, SKYTERRA	:
HOLDINGS (CANADA) INC., AND SKYTERRA	:
(CANADA) INC.,	:
	:
Plaintiffs-Intervenors,	:
	:
- against -	:
	:
SP SPECIAL OPPORTUNITIES LLC, DISH NETWORK	:
CORPORATION, ECHOSTAR CORPORATION, AND	:
CHARLES ERGEN,	:
	:
Defendants.	:
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**DECLARATION OF BRIAN D. GLUECKSTEIN IN SUPPORT OF DISH NETWORK
CORPORATION AND ECHOSTAR CORPORATION’S PRETRIAL BRIEF**

BRIAN D. GLUECKSTEIN, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a member of the Bar of the State of New York and a member of Sullivan & Cromwell LLP, counsel to Defendants DISH Network Corporation (“DISH”) and EchoStar Corporation (“EchoStar”) in the above-captioned matter. I am also a member of the Bar of the U.S. District Court for the Southern District of New York.

2. I respectfully submit this Declaration in support of DISH and EchoStar’s pretrial brief.

3. Attached hereto as Exhibit A is a true and correct copy of the Credit Agreement, dated October 1, 2010, Bates stamped HARBAP00004044-4250.

4. Attached hereto as Exhibit B is a true and correct copy of a July 23, 2013 e-mail and attachment from Stephen Ketchum, Bates stamped LSQ-SPCD-000011917-1921.

5. Attached hereto as Exhibit C is a true and correct copy of the transcript of the deposition of Charles W. Ergen, dated December 31, 2013.

6. Attached hereto as Exhibit D is a true and correct copy of the transcript of the deposition of Jason Kiser, dated December 17, 2013.

7. Attached hereto as Exhibit E is a true and correct copy of the transcript of the deposition of David Rayner, dated December 18, 2013.

8. Attached hereto as Exhibit F is a true and correct copy of the transcript of the deposition of Robert E. Olson, dated December 19, 2013.

9. Attached hereto as Exhibit G is a true and correct copy of the DISH Investment Policy, Bates stamped DISH_NY000002745.

10. Attached hereto as Exhibit H is a true and correct copy of the DISH Cash Management Policy (“EchoStar Communications Corporation Investment Policy”), Bates stamped DISH_NY000002746-2750.

11. Attached hereto as Exhibit I is a true and correct copy of the transcript of the deposition of Thomas A. Cullen, dated December 20, 2013.

12. Attached hereto as Exhibit J is a true and correct copy of the EchoStar Investment Policy (“Investment Policy Quarterly Update”), Bates stamped ECHO_NY000001785.

13. Attached hereto as Exhibit K is a true and correct copy of the Notice of Administrative Agent, dated May 9, 2012, Bates stamped HARBAP00000199.

14. Attached hereto as Exhibit L is a true and correct copy of the draft Credit Agreement, dated September 18, 2010, Bates stamped L2AP0009309-9429.

15. Attached hereto as Exhibit M is a true and correct copy of the draft Credit Agreement, dated September 19, 2010, Bates stamped L2AP0011772-1866.

16. Attached hereto as Exhibit N is a true and correct copy of the draft Credit Agreement, dated September 21, 2010, Bates stamped L2AP0011518-1638.

17. Attached hereto as Exhibit O is a true and correct copy of the transcript of the deposition of Steve Zelin, dated December 20, 2013.

18. Attached hereto as Exhibit P is a true and correct copy of a May 7, 2012 e-mail from Philip Falcone, Bates stamped DISH_NY000002652.

19. Attached hereto as Exhibit Q is a true and correct copy of the transcript of the deposition of Stephen Ketchum, dated December 16, 2013.

20. Attached hereto as Exhibit R is a true and correct copy of the transcript of the deposition of Mark S. Hootnick, dated December 12, 2013.

21. Attached hereto as Exhibit S is a true and correct copy of the transcript of the deposition of William Q. Derrough, dated January 6, 2013.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 8, 2013
New York, New York

/s/ Brian D. Glueckstein
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